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Law Offices

ALLAN L. CASEY

P.O. Box 7146

Winter Haven, Florida 33883-7146

863-294-4468

FAX 863-294-3947

ALLAN L. CASEY  
DANIEL P. ROONEY

395 Avenue C, N.W.  
Winter Haven, Florida 33881

October 16, 2000

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\*\*\*\*180.00 \*\*\*\*155.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Re: Rooney Truck Center, L.C.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Organization, Designation of Registered Agent and an Irrevocable Consent of Corporation to Use of Similar Name, to be filed with your office, together with the firm's check payable to your order in the amount of \$180.00 to be allocated as follows:

1. Filing Fee:	\$100.00
2. Certificate Designating Resident Agent:	25.00
3. Certified Copy of Articles of Organization:	30.00
4. Consent to Use of Similar Name:	<u>25.00</u>
	\$ 180.00

Please forward certified copy to this office, via the enclosed express mail package. Thanking you in advance for your assistance, I am,

With Kindest Regards,

*Daniel P. Rooney*  
Daniel P. Rooney

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu

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FF \$125.00  
CC 30.00  
CP 25.00

## ARTICLES OF ORGANIZATION OF ROONEY TRUCK CENTER, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ROONEY TRUCK CENTER, L. C., and its principal office shall be located at 1760 Executive Road, Winter Haven, Florida, 33884 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be ROONEY TRUCK CENTER, L.C., P.O. Box 1480, Winter Haven, FL 33882.

### ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to

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TALLAHASSEE, FLORIDA

carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members. The management of the Limited Liability Company shall be vested in its members in proportion to their original contribution to the capital of the Company. The Members may designate certain members to operate as managing members of the Company, but such managing members authority to make decisions on behalf of the Company is vested with managing member in

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TALLAHASSEE, FLORIDA

his capacity as a member (not as a managing member), such designation does not eliminate the other members right to participate in such management (who ratify such designated managing members' actions) and such designation is a matter of convenience for the company rather than an indication of authority vested in his capacity as a managing member. The members who retain management authority are as follows (addresses and percentage included):

Edward J. Rooney and B. Elise Rooney: 40%  
3112 Post Oak Court  
Winter Haven, FL 33884

Michael J. Rooney and Candace B. Rooney: 40%  
3 Cypress Cove Road SE  
Winter Haven, FL 33884

Daniel P. Rooney: 20%  
114 Winter Ridge Circle  
Orlando, FL 32835

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred subject to restrictions contained in this company's Operating Agreement.

#### ARTICLE VI DURATION

This limited liability company shall exist until the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, at which time the remaining members shall have the right to continue the business on unanimous consent of the remaining members or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

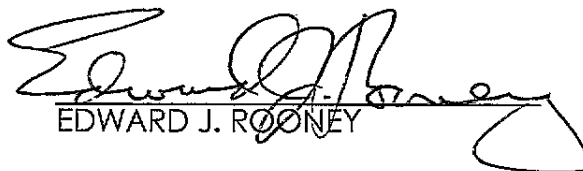
The address of the initial registered office of the limited liability company is 1760 Executive Drive, Winter Haven, FL 33884, and the name of the company's initial registered agent at that address is EDWARD J. ROONEY.

The undersigned, being the original members of the limited liability

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SECRETARY OF STATE

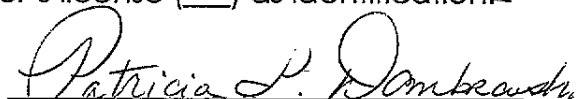
company, certify that this instrument constitutes the proposed Articles of Organization of ROONEY TRUCK CENTER, L. C.

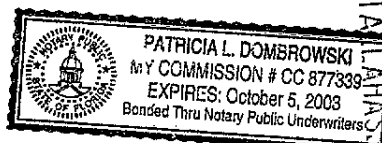
Executed by the undersigned at Winter Haven, Florida on October 16, 2000.

  
EDWARD J. ROONEY

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of October, 2000 by EDWARD J. ROONEY, a Member in and the agent on behalf of ROONEY TRUCK CENTER, L.C., a limited liability company. He is personally known to me (☒) or has produced his Florida driver's license (☐) as identification.

  
Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

IRREVOCABLE CONSENT OF CORPORATION  
TO USE OF SIMILAR NAME

October 16, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Rooney Truck Center, L.C., a Florida limited liability company.

Dear Sir:

This letter serves as the irrevocable consent that the above mentioned limited liability company may use the name Rooney Truck Center, L.C., a Florida liability company, even though it is similar to the name of our corporation, Rooney Truck Center, Inc., a Florida corporation. This consent shall be non-exclusive and the undersigned reserves the right to determine whether other entities may use the name "Rooney". Thank you for your consideration.

Very truly yours,

ROONEY TRUCK CENTER, INC.

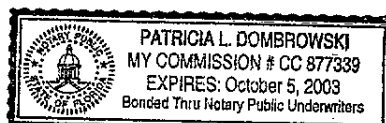
By: Edward J. Rooney  
Edward J. Rooney  
President

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Consent was acknowledged before me this 16<sup>th</sup> day of OCTOBER, 2000 by Edward J. Rooney as president of Rooney Truck Center, Inc., a Florida corporation. Edward J. Rooney is known to me (☒) or provided his Florida driver's license as identification (☐).

Witness my hand and seal.

Patricia L. Dombrowski  
Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida  
County of Polk

Pursuant to the provisions of Sections 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ROONEY TRUCK CENTER, L.C..

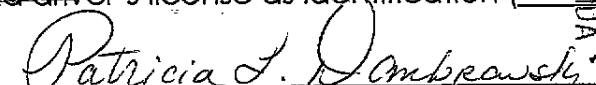
The name of the registered agent for ROONEY TRUCK CENTER, L.C. is EDWARD J. ROONEY, and the street address of the company's principal office where the agent is located is 1760 Executive Drive, Winter Haven, FL 33884.

This statement is to acknowledge that, as indicated above, ROONEY TRUCK CENTER, L.C., has appointed me, EDWARD J. ROONEY, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

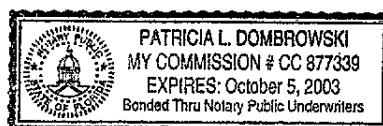
Dated October 16, 2000.

  
EDWARD J. ROONEY

The foregoing instrument was acknowledged before me this 16 day of October, 2000 by EDWARD J. ROONEY, agent on behalf of ROONEY TRUCK CENTER, L.C., a Florida limited liability company. He is personally known to me ☒ or has produced his Florida driver's license as identification ( ☐ )

  
Name: \_\_\_\_\_

Notary Public  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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